

Board of Directors Meeting
April 1, 2019
7 pm, NW Youth Corps, Columbia Room
(subject to approval by the Board at the May 6, 2019 meeting)

Board Directors present: Aaron Kenton, Cynthia “Peaches” Peachey, Diane Albino, George Braddock (VP), Jack Makarchek (President, alternate), Jon Silvermoon (alternate), Justin Honea, Lily Harmon-Gross, Lisa Parker, Paxton Hoag, Spirit Leatherwood. **Board Officers present:** Hilary Anthony, Lynda Gingerich, Kimberly “Kimmo” Howard. **Staff present:** Crystalyn Autuchovich, Shane Harvey, Stephanie Talbott, and 40 members and guests. Sam Rutledge facilitated the meeting. Note, Laurel Blaser has resigned from the OCF Board of Directors, so alternate Jon S. will move into the voting consensus.

This Board of Directors meeting is being videotaped and will be available to the Fair family on the OCF YouTube channel for those wanting to watch the proceedings here tonight. To get links for this and all Board meetings, go to the Board section of oregoncountryfair.net and click on “Sign up to receive videos of monthly Board meetings.” Please note, Board meetings held at the OCF site are not live-streamed due to intermittent access to the internet.

Agenda Review

Jack announced the Board meeting would go until 10 pm and told members the red and green cards were distracting to Board and to not use them. Sam expressed some guidelines for the process of the Board meeting and confirmed the opportunity for member input. Some members expressed concerns and objections with not using the cards to express themselves.

The Board of Directors reviewed the agenda and discussed what items could be tabled or reconsidered, in order to prioritize them and make best use of the meeting time:

Jon S. said the appointment of coordinators has been shifted to Operations as of April 1, 2019 so unless the Board makes a decision to change that then it would not be an agenda item. Aaron stated there was another motion on the agenda to extend the Board authority. Lily, Peaches and Justin tabled the coordinator appointments.

Jon S. tabled his motion on membership input in committee business. Spirit tabled her motion regarding Board member disciplinary actions.

Crystalyn suggested Staff and Committee reports could be moved to the end of the meeting, and if there was not enough time the reports could be submitted to the Recording Secretary.

New Business

Logo jury of craft items submitted for review – Justin

The Ritz Sauna MOU 2019 – Justin

Consider Office Task Force recommendations – Lily

Authorize Operations Manager to approve use of winery property – Jon S.

50th sustainability initiative and carbon neutrality goals – Peaches

Board member job description - Lisa

Code of Conduct review – Lisa
OCF anti-retaliation policy - Lisa
Secretaries bylaw amendment – Lisa

Justin moved and Aaron seconded to move the logo jury of craft items from new to old business.

STAFF: Crystalyn said the Ritz Sauna also has a logo proposal for review for one side of their coin, but was not a craft item.

MEMBERS: Jeff H. of Craft Inventory questioned the Board policy on logo use, and said only previously approved crafters are allowed to use the logo and thought the Ritz proposal would be circumventing this process.

BOARD: Justin and Aaron agreed to amend the motion to include the Ritz coin proposal in the logo items for Board review.

Justin moved and Aaron seconded to move the logo jury of craft items and the Ritz coin logo proposal from new to old business.

Motion passed: 10-0.

Jon S. moved and Justin seconded the following motion, and request it be moved from new to old business: The Board authorizes the Operations Manager to approve, on a case-by-case basis and, as appropriate, in consultation with legal counsel, crew trainings to be held on the winery property when components of those trainings involve the property itself.

Motion passed: 10-0.

Donations

The Board received the following donation requests: \$1,000 for Bethel Farm, \$2,000 for Walama Restoration Project, \$500 for Greater Eugene Area Riders, and \$1,000 for the Leukemia and Lymphoma Society.

Jon S. said he would like to change the Walama Restoration Project amount to \$1,500. He also suggested the other Board sponsors of Bethel Farm and the Leukemia and Lymphoma Society be willing to reduce the requested amounts by ten percent, and Justin and Spirit agreed.

The Board approved \$900 for Bethel Farm, \$1,500 for Walama Restoration Project, \$500 for Greater Eugene Area Riders, and \$900 for the Leukemia and Lymphoma Society.

Announcements

Sue T. said the Eugene Saturday Market's 50th season started April 6, 2019. She said she would not be at the market opening as she recently took a fall causing a broken thumb and concussion.

Jon P. said The W.O.W. Hall annual membership meeting was April 3, 2019.

Jeff H. from Craft Inventory said the annual Lane Community College Pow Wow was April 6, 2019.

Jeff H. also said Craft Inventory creates inventory books every year (Information Book Experience) which is a data base of the Fair crafters and crafts. They are at the Fair

event Information booths, and housed in the office basement off-season. He said they are available for the Board or management if they would like to review it.

Chewie said the Coordinator Resource Group (CRG) has a report to provide to the Board and is moving forward functionally.

Palmer said Arrow of Traffic Crew recently had a stroke so please send warm fuzzies his way.

Stephanie said we are gearing up for an amazing Spring Fling featuring MarchFourth and Mood Area 52. This celebration of our 50th is open to the whole community and we are asking for a sliding donation at the door to support the Jill Heiman Vision Fund and KOFC. Our amazing auction will, as always, support Culture Jam. Please join us at the McDonald Theater, 7pm, May 4, 2019. A big thank you to the Kesey family for donating the use of the space and to the McDonald staff for being so helpful.

Culture Jam is also holding a fundraiser Monday, April 22, 2019 at Mazzi's in Eugene. 30% of the night's proceeds will be donated if you present this coupon to your server. Please come see me after the meeting for your coupon.

Dean said KOFC would be broadcasting live from the opening of Eugene Saturday Market. KOFC will soon be changing their frequency to 92.7 FM. There will be a Transmitter Party on April 20, 2019 at Whirled Pies in Eugene starting at 6pm. *See Dean's full report at the end of the meeting minutes.*

Lily said the Vision Action Committee is starting up again and their next meeting is May 5, 2019 at 2pm, upstairs at the Fair Office. If you are interested in being on this committee, please email the Fair office at office@oregoncountryfair.org. If you have questions about the committee, please email Lily at lilyclearwater@gmail.com.

DJ said in a recent visit to Fair site and looking at the tree damage, he saw at least two stumps with grey water wells. Please contact the Archaeology Team via email at ocfarchaeology@gmail.com for further guidance with downed trees and ground-disturbance issues.

Yah Mon Pete said he was hoping to show a new guitar he was making for the KOFC Transmitter party, but his workshop and house were recently broken into and many items were stolen such as two violins and an OCF bag. He is offering a \$1,000 reward for help locating the items, and is devastated. He wants us all to remember we are here because we love the Fair and love each other, and he will be playing at the KOFC Transmitter Party on April 20, 2019.

Peaches said the Peach Power Committee will be meeting each month on the Tuesday after the monthly Board meeting (usually the first Tuesday of each month), at the Fair Office at 6 pm.

Justin said Booth Registration packets have been sent out. If you are a crafter or food vendor and have not received your packet please contact the Fair office to verify your email and address information. This is the second year Booth Registration has created a user-friendly portal for crafters to update their Peach Pit information, and booths can email peachpitupdate@gmail.com.

Ichabod said after the storm damage they did a survey of the phone system at Fair site. Most of the phone system is still good but there is one major phone cable to replace.

Jon S. thanked Fair family who attended the Eugene Women in the Blues benefit, and said they raised \$1,145.57 for Womenspace.

Member Input

Firecat Tom expressed he liked the cards used by members at the prior Board meeting to express their opinions on issues, said it is a polite way for members to give input to the Board, and thought it worked out well.

Brad said he had been depressed after the last Board meeting and struggling with his response, feeling like he was not able to say anything - even to help bring peace to a room in chaos. He said it is a hard place to be in, thinks we are better than this and that we can learn to disagree with each other civilly. Brad said the cards could potentially be used effectively with guidelines on their use, and said the cards should be given to all members in attendance for fairness as a free-speech tool. He feels sorry for us and thinks we can collectively do better.

Bennett said he watched the video of the last meeting and thought it was hilarious. He is impressed with us, said we are a family, and families disagree. He continued, passion is an emotion, emotions are irrational, and that is ok. We are allowed to disagree on anything at Fair. A lot of us disagree about really silly things, but we still love each other and still respect each other. He said we could probably be more civil to each other and gave a reminder that we are putting on the world's greatest show (50th anniversary event) in less than four months: we know how to do this really well, we welcome anybody that comes to Fair and we say "welcome home" because we are a chosen family. It's ok to disagree but when we come back together to celebrate, it's important to acknowledge each other's individuality within the family.

Jon P. said from his experiences at board meetings, if you don't agree with something then it sounds chaotic and disrespectful, and when you hear something you agree with then it sounds orderly and rational. He thought the majority of the people at the last board meeting were respectful, on both sides of the issues, and thought the cards were good as a tool for efficiency and was useful.

Ann said a problem with the cards, with respect to alter-abled, is that if you are colorblind, they are grey.

Jen Lin disagreed with Bennett, noting her 30-year experience with Community Village meetings where they operate by consensus, saying we can disagree and be civil but often when the passion gets high then the content gets lost, they hear content and not reason.

Fire Dic said opinions of the last Board meeting are matters of perspective and that some extreme issues were being discussed. He thought it was civil with some passionate outbursts, and said we need to respect each other's disagreement and allow some expression. He said banning the cards from being used at the Board meetings is a mistake and sends the wrong message to membership about being heard.

Spirit apologized for her use of 'f-bombs' at last meeting, and said she would work on it.

Aaron said the cards were helpful for her, especially after membership was asked to not shake them to prevent the noise distraction. For future reference, she thought they were great.

Treasurers' Report and Budget Items

Lynda said the Capital Projects budget was tabled last month due to the need to assess storm damage on site. The total for storm-related damage is \$40,000. That amount

needs to be increased by \$700 for damaged carts. The Budget Committee is recommending delaying the Main Stage rebuild for one year, and instead recommend stage rental and moving the sound booth at a cost of \$12,000, which brings the storm-damage total to \$52,700. There were no other changes to the other capital projects that were recommended to the Board last month, and that total is \$43,250 out of unrestricted funds. There is also \$24,550 in green ticket designated funds to be used for various projects, and \$6,000 for IT. The Board was provided with a list of all recommended projects and Lynda reviewed them.

Hilary said the Board was given a spreadsheet showing where the different funds will be coming from, and a projection of what can happen with the spending recommendations. This spreadsheet is showing our December 31, 2018 cash, which is \$1,430,990 total for restricted, designated and unrestricted cash. The 2019 end of year projection is \$1,259,709 and includes an Executive Director budget and one time only expenses for consultants and legal (about \$70,000) and for the 50th anniversary (about \$140,000). She explained the various expenses and allocations in the projected budget, and explained it was very difficult to determine what capital projects to recommend because there were so many proposals. Hilary noted Main Stage was disappointed, and hopes some concerns will be discussed more in the future such as staff involvement with projects where permitting is required and who is being held financially accountable for how funds are used.

Crystalyn said due to the Little Wing expansion, they have asked Deconstruction Crew to move their camp and are asking for funds to provide shade at their new campsite. She said this year's ticket sales are going very well, and compared to this time last year ticket sales are up \$30,000.

Paxton moved and Diane seconded to approve the Capital Project recommendations as submitted by the Budget Committee.

MEMBERS: Jennifer said she had a problem with providing funds to Deconstruction Crew for a shade canopy, saying she did not like special treatment for one crew. She said a few years ago many alter-abled folks were moved out of the old Craft Lot into Miss Piggy's and SCOF Lot with no provisions for shade. She said they were basically told, tough luck.

Jon P. agreed with Jennifer, saying that a situation like that for alter-abled people was unacceptable. He also said Deconstruction Crew is one of the most unrecognized, hard-working crews of the Fair, and without them the Fair would not happen the following year. He said they deserve shade because they have been working hard for decades, and need it to keep functioning.

Somerfield said he supported providing shade funds for Deconstruction Crew.

Chewie said he understands Deconstruction Crew puts in a lot of work, and noted they were previously offered one of the best shaded camping areas. He said Decon chose not to move their camp even though they knew they would have to eventually and were told several times. Chewie said he is in favor of all crews and people not having to bake in the hot sun, but he has reservations about providing shade only to Decon when they knew six years ago their camp would have to be moved.

Palmer said the newest Decon crew member is Jar and Vika's baby.

BOARD: Jon S. questioned Hilary, and asked if it would be a correct statement to say that if the budget the Board adopted is exact that we would actually be short \$245,000 and not \$45,000? He asked if these projections are based on some assumptions that are not in the budget? Hilary said the spreadsheet shows the actual spending budget previously described, the only difference is the positive \$30,000 allowance for underspending. She said the revenue projection on the spreadsheet is based on actuals for 2018. Jon S. said that was

not his question, and asked what would be the bottom line if this budget proposal was adopted? Hilary said she did not have the number currently available. Lynda said there were several scenarios presented to the Board at the January Board Budget meeting. Hilary said the Board members get a copy of the adopted budget every month in their Board packet, and that the revenue for admissions is almost exactly the same. She also said that in the budget that was passed, the pass sales and registration amounts were lower than our recent actuals for those categories. Hilary said she hopes they revise how they do revenue projections in the future to allow for more realistic numbers in some areas, and that the spreadsheet was more realistic to what may happen.

Jon S. also asked about the low and high range figures on the capital project list, and if the number budgeted is for the low range, is the assumption that the difference between the low and the high numbers is something we can expect to see next year? Lynda said no, that was not the expectation. She said the expectation is that projects will be reduced in scale. Hilary noted the Dare Devil Stage is broken down into a two-year plan. Jon S. asked about a Construction Crew request for a reefer dock move, with a low amount of \$4,400 and high amount of \$14,100. It was confirmed the Budget Committee recommended \$4,400.

In regard to a reefer dock move, Crystalyn said there is a lot of potentially amazing things that could be put in, like a solar array. The capital project requests included some of those things that we don't have the capacity to complete this year. This year we will just move the reefer dock, and sometime in the future we may be able to do some other things.

George said he had the opportunity to be on the Budget Committee this past year participated in the capital projects review. He said going forward with strategic planning, there should be an increased emphasis on the comfort of people and how to make the experience more comfortable for everyone in terms of accessibility, health and safety. He suggested more hand-washing stations near food booths, and transportation to bring people from the lots comfortably.

Spirit wanted to acknowledge Jennifer's concerns about 4-A camping, said we may be able to address those concerns in the future.

Motion passed: 10-0.

Shane asked the Board to approve accessing the \$5,000 designated funds for roads to pay for the submittal price for the Far Side road vacation project.

Lily moved and Peaches seconded to approve access to the \$5,000 designated funds for the road vacation project submission to Lane County.

MEMBERS: Fire Dic asked Shane to explain the road vacation. Brad said he supports this motion as it will help our infrastructure.

STAFF: Shane said with our SUP, it relates to Aero Road and Chickadee Lane and the ability to have turn-outs instead of widening. Crystalyn said it will also allow us to secure the site better.

Motion passed: 10-0.

Jon S. moved and Diane seconded to approve changing the Board line item for research and education to \$6,000 to be used for a Board Retreat with Solid Ground Consulting.

MEMBERS: Shawn K. said he supports the motion knowing the Board members have a hard job and need all the tools they can get.

BOARD: Spirit supports the motion. Paxton said he has always appreciated the Board training he has received over the years.

Motion passed: 10-0.

Old Business

Spirit moved and Aaron seconded to approve the March 4, 2019 meeting minutes.

MEMBERS: Palmer gave blessings to Sam for facilitating, and Kimmo for recording the meeting minutes.

BOARD: Jon S. said there was a correction request submitted by Jain, which reads as follows: Under Staff Reports, CRG Report, where it says "The election process for these initial coordinator positions took place using Survey Monkey and was administered by the Elder's Council," it should say "...was administered by Katie Cousins and Michael James-Long, Elders." Spirit and Aaron agreed to amend the motion to include the change request.

Spirit moved and Aaron seconded to approve the March 4, 2019 meeting minutes as amended.

Motion passed: 10-0.

Aaron said that in October 2018 the Board approved transferring coordinator appointment approval and dismissal authority to the management team effective no later than March 31, 2019. She apologized for not addressing her concerns prior but feels at this time the Board should retain their authority over coordinators for the best interest of the Fair for stability until an ED is hired. She said the Board is used to making these decisions, that Staff is really busy, and the CRG is just getting up and running. She said the Board is the final appeals process, in how she is understanding the NAO recommendations and what the Board has done in the past. With the NAO recommending the final appeals process be with the ED, Aaron thinks if this authority is handed to management now then there would be no final appeals process.

Aaron moved and Spirit seconded for the Board to regain authority April 1, 2019 over coordinator appointment approval and dismissal, until further notice. The Board removes authority from the Management team effective April 1, 2019.

STAFF: Crystalyn encouraged the Board to read the letter Charlie Ruff wrote in October 2018 about his opinion on this. She thinks it will drastically affect our ability to hire and/or maintain management staff and said the CRG has some proposals for a dismissal process and will be meeting with them soon. Crystalyn has an interim process for appointing coordinators and will also be discussing it with the CRG. She believes the ultimate authority is always in the Board's hands under our Bylaws in Article VII, and that the Board could overturn decisions made by management.

MEMBERS: DJ said it is a bad idea, and we should not be stepping back in time.

Jon P. supports the motion of the Board retaining general authority, saying that our proposed system to have an ED does not exist in reality now. With the system having the ED as the linchpin, with a role in accountability between the Board and organization, he thinks it is irresponsible at this time to move authority without an ED or policies and procedures. With the extra load of the upcoming anniversary event and winter storm damage, this is not a good time to go into question mark land where none of this is defined.

Tom said if the Board intends to have an ED in three months, he sees absolutely no reason to extend an authority the Board clearly has no intention of exercising, and he

referenced the last Board meeting. The only reason to extend authority would be to obstruct hiring an ED, and this would be the worst possible thing you could do.

Fire Dic said he hopes we can all be civil, calm, and not take things personally. He disagrees that this would taking a step back in time, it is a continuation of where we are, and sees a lot of changes going on and rushing to makes those changes happen. He said the CRG is still forming, and clarified they are not working on a dismissal process but a model for management-coordinator engagement. He said the CRG is still working on the structure of the processes of discipline and dismissal. He does not think management should have their own interpretation until those processes are in place, and that it makes sense to keep doing what we have been doing while moving forward and working on the system structures.

Ann said change is what we are about, and read our Bylaws Article VII, section one: "The activities, affairs and property of the Fair shall be managed and directed, and its powers exercise by and vested in, the Board of Directors." The Board is not giving anything up by letting things go to operations.

Chewie wants to understand the reason why to extend authority, when there are still no policies and procedures yet for coordinators. He said it is March 32nd and we are completely dysfunctional in that we don't have a 'buck stopper'. Going with status quo until we have an ED is a better procedural way to move forward. CRG and Management are working together on this. Please don't change what works, at this point it is not functional to move authority.

Jen Lin does not agree with the motion. She agrees with the sentiment that if we are looking for a lead professional, having already given 'buck stopper' authority to our current GM, then this motion would make management question how they are being treated. To say moving authority would be adding to their workload is short-sighted and a slap in the face, with all that management has been doing the past two years. Jen Lin said we have excellent management and should go with Crystalyn's interim planning while the CRG continues to work on their proposal.

Palmer said there was a potential conflict of interest due to Katy being appointed as a Registration Co-Coordinator and joked he could not talk her out of it. He said with the Board moving to a governance role, he can't think of anyone who does a better job of running the Fair than Crystalyn and is impressed she is still willing to do it after what she has gone through. He does not think Crystalyn should be chastised for having her computer open at meetings, and said she knows where to find the information when asked a clarifying question. Palmer wants the Board to continue moving forward with the authority change and know that Crystalyn is the 'buck stopper', she has back up and the Board maintains ultimate authority.

Somerfield said all of this was movement forward, that it would be good to know more information about Crystalyn's interim plan and expressed it needs to be discussed openly and honestly with the CRG. He said right now this is our mediation process and these are the people we come to when we have conflict; the last few months have been pivotal and now are regaining trust. We need to be at a place where we say of course we can hand it over to management, but there needs to be a process. He said we've been doing this for 49 years so let's not change it until we get over this hump.

Chrissy agreed with Somerfield.

STAFF: Crystalyn said she agrees completely the CRG should have open meetings for member input and has been advocating for it.

BOARD: Spirit said it's not about whether somebody is excellent or not, but that there are a lot of unresolved things in the organization right now and are still working on an ED hire. She said it does not make sense to change things right now, and as a Board member has not seen any staff evaluations which is weighing on her decision to move authority. She would also like to discuss more about Crystalyn's interim plan and hoped she'd had more details of it before the Board meeting.

Spirit said it feels like déjà vu in that there are no protocols, procedures and policies in place, even if other people say there are. She said if there are procedures, they are only known by few and are not consistent in coordinator expectations. She feels personally the Board should not be making certain decisions right now unless somebody makes an egregious incident. She wants the Board to pause, get its feet underneath them with stability and said they haven't made the steps yet to move to governance. Spirit feels the Board still needs to discuss the transition, wants an ED in place before authority is moved, and wants more stability within the Board, Staff and organization.

Lily thinks the Board clearly does not have authority to, or could effectively remove a coordinator, at this point. She does not support the motion to extend Board authority, but does want to support Staff. She supports sending a message to anyone we might hire that we support our Staff, and that moving authority will help take it off the Board's plate and make dealing with coordinator issues more quickly. She said it should not be a decision that comes down to time, but feels comfortable with the Board's authority under Article VII of the Bylaws. Lily noted that the Board was asked last month to put their trust and support in the CRG, and that Management has been directed to work with the CRG.

Aaron commented that if authority is moved it will be perceived that Crystalyn is making the decision to remove a coordinator, even if it's a group of people making the decision. She said the CRG is critically important and is still getting started. She feels handing controversial issues over to management is asking a little bit too much, and said the lead professional will likely have a lot to say about what happens with the CRG and Staff. Aaron said it would be de-stabilizing to transfer authority right now.

Justin said he does not support the motion, and thinks we have amazing Staff. He said with all the operational things that have come to Board the past few months and the inability for the Board to come together shows a point in the transition to move towards governance. He thinks the Board has other things to address in terms of their duties, and trusts Staff to do their jobs and make those decisions. He often feels slights from some on the Board and membership around our Staff and he does not understand it. He said Staff gives and gives, they make good decisions and present us with opportunities to make informed decisions. Justin sees the transition of authority as moving forward and hopes in the future we can align with a leader to move our organization into the future. In the meantime, he trusts Staff, not just adequately but amazingly.

Diane agrees with Justin that our Staff has done an amazing job, and has been in it for a couple of years with not as much support as she would like to see. She wanted to clarify with Aaron that authority was not being passed to CRG but to our top management positions.

Jon S. stated a motion passed last year gave Crystalyn the authority of General Manager, so during Main Camp she has authority by herself to temporarily relieve any coordinator. She had that authority at the 2018 event.

Motion failed: 2-8; Diane, Jon S., George, Peaches, Lily, Justin, Paxton and Lisa opposed.

Peaches moved and Lily seconded to approve appointment of Aimee Fischer, Suzi Prozanski, Richie Weinman, norma sax, and Jeya Aerenzen to the Jill Heiman Vision Fund Allocations Committee.

MEMBERS: Chewie said his only issue was the name weren't put forward before, but did not have a problem with any of the people. Kimmo clarified the names were not written on the post-it note agenda on the wall at the meeting, but that names were printed in last month's minutes and on the agenda sent to the Board members.

BOARD: Peaches read a statement from the JHVF Chair, Suzi Prozanski, and said the committee members sent letters of intent to the Board for review.

Jon S. said he would vote for this motion, but since there is another proposed motion for committee processes he wanted to ask two questions: 1) if there was a call out for anyone interested in serving on this committee, and 2) if we move forward, he wants definition of the skills and qualifications that people on this particular committee should have, and how do the people we are appointing meet those skills and qualifications. He added if it is Aimee Fischer who used to be on his crew, then he is all in favor of that.

Motion passed: 10-0.

Justin moved and Paxton seconded to approve the submitted 2019 logo jury item list from approved Fair crafters. Jon S. asked to remove items numbered 1, 4, and 4b for further discussion. Jeff H. said item 1 had two things, so Jon S. clarified he wants further discussion on a t-shirt with arrows.

Justin moved and Paxton seconded to approve the submitted 2019 logo jury item list from approved Fair crafters except item numbers 1 (t-shirt), 4, and 4b for further discussion.

MEMBERS: Mouseman noted that for the first time he saw a logo item that was a marijuana pipe, and said we have come a long way.

Motion passed 9-1; Spirit abstained.

Discussion on logo item number 1 (t-shirt with arrows and peach logo):

BOARD: Jon S. said we have struggled with issued of cultural appropriation. He understands arrows are not exclusively Native American but, to err on the side of caution, he did not want it to be approved before considering that someone may find a t-shirt with arrows as being potentially offensive and cultural appropriation. He thought the decision should be made knowingly, if it's decided to be approved. He said he could go both ways on the issue, but wanted to make a conscious decision on that item.

Aaron's said her first reaction when she saw the t-shirt was, well this is not a bow shoot. Jeff H. held up the t-shirt and said the back had an image what looked like a quill feather and the words Oregon Country Fair, 1969-2019. The Board agreed the t-shirt would not be approved.

Discussion on logo item number 4 (A Day at the Fair songbook):

Jon S. moved and Paxton seconded to approve the songbook, subject to confirmation from the crafter that all the songs are in the public domain or have received permission to use the songs.

MEMBERS: Jeff H. said we have been selling the book for years, it's known that many of the songs are in the public domain, and he would be happy to contact the maker of the songbook for confirmation.

Ichabod said the copyright law is 17 years and then they become public domain. Palmer said it sounds like cheap insurance to verify the permissions. Firecat Tom wanted to point out this was a perfect opportunity for members to use cards to show how they feel.

BOARD: Justin wants to approve the songbook and get it into people's hands, saying they are common songs and fun to sing. He agrees with confirming the song permissions.

Motion passed: 10-0.

Discussion on logo item number 4b (t-shirt with OCF logo and name):

MEMBERS: Jeff H. said this t-shirt item was questioned last year but has been approved for four years in a row. He noted at five years a logo item becomes grand-elderred.

Lily moved and Diane seconded to approve the logo item 4b, a short-sleeved t-shirt with the OCF logo and name.

STAFF: Crystalyn expressed concern they look a lot like Staff t-shirts, especially in situations where someone might be seeking out Staff as a resource.

MEMBERS: Sue T. said she has shared the same concern the past couple years, but considering it is a multi-colored screen print thinks it looks more like a festive shirt than a staff shirt. Brad said there was one year when staff shirts had multi-colored printing. Komo said you can say the same for every previous year staff shirts, that they are the same but each year the shirts are different colors and the volunteers can differentiate those.

Shelly said you can buy old staff t-shirts on eBay anytime. Theanna said she has seen dozens of old fair t-shirts at St. Vinnie's and Goodwill.

BOARD: Spirit said it was a beautiful shirt, but shared her concerns that it resembles staff t-shirts. As part of Security Crew, they when they are checking laminates and wristbands, she said it can get conflicting at night or when there are large crowds, or when asking for help on the path of someone you might think is part of staff.

Jon S. was also concerned how closely it looks like a staff t-shirt. He realizes staff t-shirts are different each year, and understands that if he is wearing a staff t-shirt from previous years and there is an incident, he can be expected to be pulled into the incident to help if there needs to be additional bodies. He said buying the shirt and wearing it somewhere else would not be a problem, and that he has expressed his concerns in previous years.

Justin clarified the shirt says "2019, We are 50" on the front. Jeff H. said changes could be requested of the crafter. Crystalyn suggested the logo design be used on anything besides a t-shirt. Jeff replied it is on a pillow, bandana and several other items.

Lisa thinks they are beautiful shirts, but expressed the same concern about looking so close to staff t-shirts. She noted the crafter has other items that the Board would approve the logo on. Spirit said she would be ok with a sweatshirt, but not the t-shirt. Jack suggested long-sleeved t-shirts.

Lily offered an amendment to the motion to approve the logo on all items of clothing, except short-sleeved t-shirts for adults. Diane agreed.

Motion passed as amended: 9-0-1; Lisa abstained.

Justin clarified with Jeff H. that the current motion would apply to the crafter's logo items moving forward, since they will be grand-elderred into logo approval process.

Justin moved and Paxton seconded to approve the Ritz coin logo proposal.

George recused himself.

STAFF: Crystalyn said the Ritz token is different than a craft, since it is selling admittance into something, and this would be for a one-year approval.

MEMBERS: Fire Weenie supports because he likes the Ritz and likes the coins. Somerfield asked if the process was the approval of the peach logo on the coin. Chrissy clarified the two designs for the coin are the peach logo, and a drawing of a sauna. Ichabod likes it since he collects them. Theanna said she has a lot of respect for what the Ritz has done over the years, and thinks it's a great opportunity to represent us going into our 50th year.

Jon S. said since what we are doing is authorizing the use of the trademarked logo, he offered a friendly amendment that the Ritz Sauna is authorized to use it this year in 2019, only manufactured once and not allowed to use the logo for any other purposes on future coins. Justin and Paxton agreed.

Motion passed as amended: 10-0; George recused, so Jack voted.

Jon S. moved and Paxton seconded the Board authorizes the Operations Manager to approve, on a case-by-case basis and, as appropriate, in consultation with legal counsel, crew trainings to be held on the winery property when components of those trainings involve the property itself.

MEMBERS: Chewie asked what legal counsel was used. Crystalyn replied that Michael Gelardi from Hershner Hunter was the land use attorney, as well as Bill Kloos who is getting ready to retire.

Fire Dic asked what was meant by 'components of those trainings', if it meant a meeting in the buildings, and does it have to be integral to that setting only? Jon S. replied the intent has to do with what the crew would actually do on that site. In the case of White Bird having a training, part of that includes having to respond to a call on the winery property. If Traffic had training then it might include how they direct traffic on the property. If Lot Crew has a training, it might include how they station their folks on the winery property. So, the training would have to need to use the property as part of that training, because of the nature of the training.

BOARD: Spirit asked to clarify if the training would be one of the four events needed to qualify for the current permitting on the winery property. Crystalyn said we would need to consult with the attorneys to ensure we are following those guidelines.

Diane said if we can only have four winery property events, she supports the White Bird training, and said we should try to get ahead before we run out of them because we are filling these requests.

Jon S. said that's why it is one a case-by-case basis, and Crystalyn would have to evaluate that need and also evaluate on the context of other kinds of non-training activities that we might be trying to put there in accordance with the permits that we have in place. So, this could only be one training approved this year, or could be more than one. Crystalyn added that Shane was our resident expert on land-use.

Aaron said she wants clarification on what building can be used for other than an actual event. She believes we should be able to have meetings of some sort or form without it necessarily being against the rules, having to do with the building use and not the SUP.

She thought it could be used for regular crew meetings that weren't necessarily under the land use laws.

Jack said we have a motion on the table right now that gives us some use, and suggested that when it becomes clearer what we can do then we can get more use out of it.

Spirit asked Wren if there was a greater benefit to White Bird having their training on the wine property. Wren said there are a variety of different reasons to make the training more concrete, and it would allow them the opportunity for a large group of people to get to see the layout of the property, how the first air gear would be stored, how to enter the property and protocols for emergency response.

Motion passed: 10-0.

Jon S. moved and Justin seconded the first motion regarding the Personnel Policy Committee:

Motion 1 - Purposed of Personnel Policy Committee (PPC)

The Personnel Policy Committee is chartered to advise and assist the Board of Directors on personnel matters including:

- 1. Ensuring that a Personnel Policies Manual is maintained, updated annually as needed, and distributed to all employees.**
- 2. Reviewing for consistency with adopted policy any Employee Handbook or employee procedures developed by operations.**
- 3. Ensuring a comprehensive, fair, and equitable employee compensation system including both pay and benefits.**
- 4. Assisting the Board of Directors in developing procedures to handle grievances concerning the Executive Director (or other lead professional).**
- 5. As requested by the Board, advise or assist on matters concerning the performance, evaluation, and compensation of the Oregon Country Fair's lead Professional.**
- 6. As requested by the Board or Lead Professional, advise or assist the Oregon Country Fair's Lead Professional.**
- 7. Others such tasks as the Board of Directors requests or directs.**

The Committee shall develop an annual work plan to guide the discharge of its duties. Note: The committee felt that an employee handbook, determining employee salary ranges, specifics concerning benefits, and employee grievance procedures were primarily operational issues that belonged in the purview of the Executive Director's responsibilities within the parameters set by any Board policies.

MEMBERS: Chewie said he was confused how it is governance and not operational. Jean was curious about what other such tasks the Board might direct to the PP Committee.

BOARD: Jon S. he did not know what other tasks the Board might request. He said it's in the motion so the PP Committee knows they may be asked since the committee was renamed and a lot of the functions of the old personnel committee have been shifted, such as the hiring of employees has been shifted to the ED and on a temporary basis to Crystalyn. This attempts to try to give a framework for what the committee as a policy committee should be focused on doing.

Spirit asked if there were any changes that were not in the original NAO recommendations, as far as what the Personnel Policies Committee would be? Jon S. said he

did not recollect the NAO recommendations addressing employee handbooks. Spirit also asked about employee salary ranges and Jon S. replied he did not know.

Peaches said the NAO recommendations included the PP Committee develop policies around employee work-life balance, as well. She asked in developing the policies, where is that process at right now with the PP manual in terms of separating the policies from the procedures? Jon S. said it has been turned over to the HR consultant and he suspects the PP Committee will use them as a resource, but the Board will need to ultimately decide if it wants an HR consultant for Board purposes that is the same or different as the HR consultant that Operations would have. He said it is a topic for future discussion.

Aaron asked Justin about the PP Committee providing a report about where they are at with determining the separation of policy and procedure. Justin said he thought it had already been talked about, that it was moved to the HR consultant. Aaron questioned if the motions were premature and if the Board should wait for the HR review. Justin said the PP Committee was trying to get some directive to move forward, and feels the motions are safe within a policy purview and scope of the committee, and that the motions can always be amended.

Jon S. said he does not see them as mutually exclusive goals, and the means by which the PP Committee is using them to ensure a PP manual is being made and he does not see a conflict. The committee had its name and function changed, and has been waiting for directions on what they are supposed to be doing.

Spirit asked who was on the committee and Jon S. said it would be clarified in the second motion.

Motion passed 9-1; Spirit opposed.

Jon moved and Justin seconded the first motion regarding the Personnel Policy Committee:

Motion 2 - Call out for Personnel Policy Committee Members

A two-month call out is issued for interested members to submit letters of interest for appointment to the committee at the June 2019 Board meeting. Applicants should indicate the skills, qualifications, and experience they would bring to the committee.

Note: Four members of the committee wish to continue to serve: Marlene Monette, Palmer Parker, Jen-Lin Hodgden, and Robert Jacobs. Currently the PPPM specifies that the Personnel Committee should have four to eight members and at least two Board liaisons. With the call out for new members, the Board has the option of appointing two to four new members. The committee did not feel it appropriate to set term limits or require reapplication without also doing so for all other committees.

MEMBERS: Brad stated he has been on the Personnel Committee since 1992, and will not serve after the changes recently made, so will be retiring. He said as a member of the committee and it being his last opportunity to speak up, the last several years has been really hard being on the committee. He does not like as an organization how we are treating our employees, thinks social media is disservice to all of us with the cultural wars we are going through, and wants to support our employees and hopes others do too moving forward. He was thankful for being able to serve.

BOARD: Peaches asked Jon S. about a previous draft of the motion that included terms for the PP Committee members, and he confirmed that language was removed. She

also asked how many total committee members there would be. Jon S. said the current Personnel Policies and Procedure Manual refers to a Personnel Committee that can be comprised of up to 8 members. In theory, the Board could appoint up to four new members.

Jon S. said he discussed his previous motion drafts with the committee and made some changes because the Board motion last October asked that the committee come back with recommendations. He tailored the motions to reflect what the committee wanted to do. The committee felt that setting term limits for just this committee was unfair, and that if term limits will be set it should be in the context of pertaining to all committees. He apologized for not noting that it had been edited from the original motion draft sent out.

Peaches expressed concern if there were more than four qualified applicants who wanted to join the committee, with some of the existing committee members having been involved for 10-15 years, she would expect a new committee with a new purpose to be opened up to everybody and that we start with a clean slate. She noted the NAO recommendations included a succession plan for committee members.

Aaron said it made sense to her that members on the old Personnel Committee would send in letters of intent stating their experience and knowledge to be considered for the new committee.

Justin said he did not mean to be snarky, but he hopes there is awareness of the irony of not calling out appointments of members to the JHVF Allocations Committee like there just was with the Personnel Committee. He said if there is a future move to put term limits on all committees across the organization then that is a valid conversation to have. He does not see the need to remove those already on the committee, and said three people had resigned already. He has concerns with setting terms for a highly skilled set committee, and said he does not see people knocking down doors to get on committees. He thinks we should always reinvigorate a committee when we have the opportunity.

Jon S. if there were six qualified applicants interested then the Board could amend the composition to be ten people instead of eight. Peaches said it's about getting to a place where we are reaching out to membership, engaging membership, making room for new voices and having a succession plan. She hopes we can get more volunteers to join committees, but there are reasons why some are not interested because they feel things are locked-in, established and rooted in old ways with no opportunities for turnover. She said the knowledge of repeat committee members is important, but we should also be making space for new and making people feel welcome.

Diane said she can see making room for new committee members, but it's also good to have members with institutional experience on employment law and HR knowledge where you don't have to spend so much time catching people up to speed. If you toss them all and start with new people, then you are starting a totally new committee where you lose a lot. Diane prefers a balance of experienced and new members.

Aaron said she wouldn't toss them all, she was just saying she would like to see everyone's qualifications and it was not a put down to those who have put in their time and effort. She said it is a new committee with a different directive and should be approached that way, and she hopes those with experience who have done such a great job will still want to serve and encourages that institutional knowledge.

Spirit said the institutional knowledge is important for continuity and believes the Board liaison accomplishes that. She thinks the PP Committee should have term limits and should be further discussed. For that reason, and wanting anyone who is interested, returning or not, to provide letters of interest, she will be voting no on the motion unless Jon

S. wants to make an amendment. Spirit said this charge is different from the JHVF appointments, and the PP Committee has a lot of responsibilities. She said it is interesting that the Board put all sorts of limitations on the CRG, but with the PP Committee it's ok to serve for 20 years. She is looking forward to Peaches' motion regarding Committee Best Practices.

Paxton said he has no trouble with experienced members staying on committees, and that it is actually quite important for continuity. He supports the motion as it is.

Jon S. said most all the duties that are outlined here for the Personnel Policy Committee are things that the previous Personnel Committee was doing. So, he does not think it is quite accurate to say this is a new committee with a new charge because the PC was doing most of these things. As far as term limits, when the Board decides to address the question of committees in general, we can establish term limits and apply them to any of the committees that we so choose and move forward there.

Jon S. said if the motion is not passed, we have a reformatted committee that is going to want to know exactly what it is the Board wants them to be doing. He said this is one of the few instances where they are defining what the committee should be doing, and that all Board committees should have a defined charter and a defined purpose.

Peaches asked if the committee needed a Board motion passed for the Board to do a call out for interested members? Diane said yes, and Justin said we always have. Spirit said she thought they could be working with HR in the meantime. Aaron asked Jon S. if he would consider a friendly amendment to add that members of the current PC are encouraged to submit letters of interest.

Jon S. said there is no Personnel Committee, the Board renamed the Personnel Policy Committee last fall, and no he would not accept a friendly amendment that required the current incumbents to reapply to serve.

Peaches asked if the PPC wants to solicit new members why does it require a Board motion to conduct the call out for new members? Jack said it can be confusing, and that there are some committees that have a certain level of importance that require more thought from the Board, such as the Budget Committee. If the committee came to the Board and said they would like new members, we would put a call out for the committee. Otherwise, committees come to the Board and ask to put a person on that committee, such as Path Planning. He said as we work through new policies and procedures for committees, that might get straightened out. Some committees are weighted because of the nature of that committee's role in the organization.

Lily said with what was being discussed, she wanted to make a call out for new members to join the Vision Action Committee.

Jon S. clarified this was a two-month call out for PPC members, to be appointed at the June meeting. The deadline to submit letters of interest would be before the June meeting to be considered, so the sooner they are submitted the more consideration can be given to your letter of interest to be on the committee.

Motion failed: 6-4; Lily, Peaches, Spirit and Aaron opposed.

Peaches said she will put her proposal for Board Committee Best Practices up on the .net site or in the FFN. She said they may form a workgroup where committees can get together and discuss it, and said it was difficult to create a succinct motion. She will table the motion tonight and encourages those who are interested to give her feedback via email to peachey.cynthia@gmail.com. Her proposal is as follows:

BOARD COMMITTEE BEST PRACTICES BACKGROUND:

The OCF Board of Directors currently has 15 standing, active board committees. Committees are delegated bodies charged with accomplishing certain work and bringing information or recommendations to the board for consideration. The existing board committees vary quite widely in their work, timing, number of members, structure and charge and charter. The following motion outline is an attempt to develop a standardized set of best practices for all board committees to ensure the most effective communication between the board and the committees and to foster active flow of information to and from all members of the Oregon Country Fair. An attempt has been made to allow room for the committees to tailor these practices in a way that makes the most sense for the committees themselves.

DRAFT MOTION:

1) COMMITTEE CHARGE: Why the committee exists. a) With the assistance of its board liaisons, existing Board committees will review any originating charter and revise to come up with a brief written purpose of their work to be submitted to the full board annually.

2) MEETING SCHEDULE: How often and when. a) Board committees will submit a general outline to the board for how often they intend to meet during different phases of the OCF calendar year. b) Upcoming meeting dates, times and locations will be posted on the oregoncountryfair.net calendar at least 2 weeks ahead of meeting dates and sooner, if possible, in the Fair Family News (FFN).

3) MEETING AGENDA: What will be covered. a) The draft agenda for upcoming committee meetings will be posted in the committee link on the .net site at least one week prior to meetings and sooner, if possible, in the (FFN).

4) COMMITTEE MEMBERS: Who has a vote. a) Committees shall determine how many voting members, in even numbers, are most practical for their committees. b) With input and recommendation from the committees, board and staff liaisons, the BOD will appoint voting committee members. c) Committee members will serve for terms no longer than 4 consecutive years but may be reappointed for an additional term if vacancies are not filled or after a 2-year hiatus has been taken. d) Committee appointments will be staggered with half of the members appointed every 2 years. e) Each committee will develop an attendance policy for its members. f) Committees will review and update their membership list yearly and submit the names and contact information for members to the fair office.

5) OFFICERS: a) Each committee will determine its officer configuration but all must have at least a Committee Chair who is responsible for the effective functioning of the committee and its execution of charge. Other officers may include vice or co-chair, secretary and/or scribe. b) Officers will be elected annually by the committee members in a manner determined by the members. c) Each committee will develop a succession plan for its officers.

6) MINUTES: What's happening a) Draft meeting minutes will be posted to the committee link on the .net site no later than 2 weeks after meetings and updated after committees approve their final version.

7) BOARD REPORTS: a) Summary Committee reports will be submitted to the BOD, in writing, at least quarterly by the first January, April, July and October or more frequently if the committee meets on a regular basis throughout the year. b) Committee chairs or their

designees are encouraged to attend board meetings after reports have been submitted to answer any questions that the board may have.

8) BOARD RESPONSE: a) The BOD will discuss and consider information and recommendations brought by committees and give reasons for action or non-action in a timely manner and may ask committees for further research. Board liaisons will act as conduits of communication between committees and the BOD, presenting communications and requests from the committee to the board and relaying responses back to the committees.

All board committee meetings shall be designated as open to the membership. Confidential meetings may be held, if necessary, for prudent or legal reasons. Committees may determine their own processes for member and non-member participation in meetings (i.e. designated periods for non-committee member input).

Spirit said a work session on the Board Committee Best Practices might be good.

Aaron tabled her motion about membership involvement. She also said she was not sure if the Board can agree to on her proposed motion to create a task force regarding the Code of Conduct and wondered if there was still time to include it in the meeting. Jon S. said the Board should go on the next item on the agenda, the topic of transparent open meeting laws. Due to lack of time for further discussion on the next agenda items, the Board agreed to end the meeting.

Staff and Committee Reports

(the following reports were provided to the Recording Secretary after the meeting to be included)

KOCF/Dean's report: On Thursday, March 21st KOCF had a meeting and greeting fundraiser at the Broadway Grill in Veneta. The event filled the grill and rose over \$280 for the station. This is the second event we've done at the Broadway Grill. They are big supporter of the Fair and KOCF.

With just twenty days away from the switch over to 92.7FM there's a lot of activity at KOCF. I have been updating our web site getting all our pages current. We have new art/logos and will unveil the new look on the website Saturday 4-20. I encourage you to check out the site. KOCF.ORG. New to the site is the Upcoming Event on the home page. For example, this coming Saturday, KOCF will be doing a LIVE remote from the Saturday Market. Just above the events is a new feature called Public File. It is required to be available for inspection by the FCC if they should arrive at the station without notice. I figured this would be a place to keep it where anyone can find it. Please visit the site.

Andy Goldfinger has just cut a deal to get 250 each of 3" circle stickers, 4" black oval stickers and bumper stickers valued at about \$600 for an underwriting trade out. We also are paying hard dollars for 100 new logo T-shirts to be printed and then tie-dyed.

We hope all will be available for the transmitter party at Whirled Pies on Saturday, April 20th. We are planning to do the switch over during the show with a stage act to highlight the event at 8pm. We have placed posters announcing the party all over town. There will be an ad in the Weekly. I hope you all can make a little time in your schedules for what looks like an incredible evening of fun, food and good music for all ages. Again, that's Whirled Pies for the KOCF 92.7 FM transmitter party 4-20 starts at 6pm, Beat Crunchers (opening act) and Dragon Rose Caravan (headliners), with special guest Henry Holden.

Thank you all for responding to my request. We will be filing the FCC change of control (form 318) in the next few days.

Recently KOCF switched over from Century Link to Spectrum for our internet and phone line at the Lane Fire Authority building in Veneta. The change-over was challenging with four installation attempts before we actually got it done. Last week I spent several days on the phone working with a couple of technicians getting one of our finicky devices to work on the new network. The operation was a success! We have some new shows starting soon and some other programming changes coming soon. I'll save that information for the (Sound Bites) article in the Fair Family Newsletter.

LUMP: The LUMP committee met Tuesday, March 12, 2019 at 6 pm upstairs at the Fair office. We'll be inviting representatives of crews affected by our gray water recycling proposal to our next meetings if funding is approved by the board.

We gathered more information for the descriptive part of the Outer Limits management plan for the LUMP manual, for which we may print a 50th anniversary addition.

Path Planning: Path planning met on March 17, 2019. During a morning walk about, a green space was trialed for mapping with Avenza and cardinal points were retrieved by drone. Some smoking locations will need to be rebuilt this year and improved. fans installed to divert smoke.

The committee would like to invite a rep from Info crew to the April and/or May meetings to conference about resources they provide and ways they can be better supported.

There is a strong desire from Recycling to move compost over to the winery and would like a disposition from the Board in order to do so.

The 2020 work plan will be drafted at next meeting on April 14 2-19 at Alice's from 12-3 pm.

CRG: The CRG has had some growing pains. Within these growing pains there has been a commitment to continue working together and tackling the necessary and important work ahead of us. We are simultaneously working on our mission, vision and internal processes.

We held our first large, open meeting where we worked on obtaining coordinator expectations for a discipline and dismissal policy, and we are working on that policy. We are making progress.

The CRG is also working on a more detailed document that will further describe the group's function and processes, and how the group will interact with other Fair stakeholders. We are working on obtaining a facilitator and have determined an internal decision-making process for the group.

Diversity Committee: They recently met March 25, 2019 and discussed the renaming of the Committee now that it is not a task force. We decided to continue calling it the Diversity Committee. We are seeking new members and will put a call out at the board meeting. We agreed to remove the members who have missed three meetings as per our committee agreement, if they don't resign. The Committee wants to encourage folks from a cross section of the Fair to apply.

It would be beneficial to have representation from craft and food booths, entertainment, Security, Traffic, Recycling, and other areas of the Fair. it would be great to get more folks involved who have experience with the many issues around diversity, equity and inclusion. How to get diversity among craft booths was discussed as well as increasing diversity on crews. Recycling has openings and is actively seeking diversity on their crew.

Another idea was to reach out to past participants in the Diversity Pass Program to see if there is interest in being a volunteer at the fair. Also discussed was whether this was a policy or an operations committee, and it seems to be both. The next Diversity Committee meeting is on April 22, 2019, 6pm at the Fair office.

JHVF Committee: The JHVF Committee met last Dec 4th. Discussion included a review of last year's process and successes. There is planning for the 50th that includes designing and creating a resting, lounge type informational and donation space in the area allocated at the southwest (?) corner of Jill's crossing that may be called Jill's Joint. There has been much coordinating via email and plans are being drawn up for the design. The members of the allocations sub-committee are currently reviewing all donation applications (there were around 20!) and will meet on Monday April 15th for the selection process. Last year the Fund raised over \$45,000 which was a new record and the committee is excited about its goal for this year of \$50,000 for the 50th!

Peach Power Committee: There have been a consistent attendance of 6-7 people for the recent 3 meetings of the Rebooted Peach Power. We have been discussing the current Solar Array at the front of the fair and ways for expanding it to closer to its capacity. At the April meeting a proposal for upgraded panels that will increase the capacity significantly without needing to expand the current structure's footprint was brought by George P and approved. There will be a motion for a budget adjustment for the project from the peach power funds at the May board meeting and work can get started right away with the goal of having the upgrade completed by this year's fair.

At the April meeting there was a selection of officers. Paxton is treasurer and Peaches is filling the roll of secretary and chair until more new members can be recruited. There is active outreach for meeting participation.

The committee charge has been revised and updated as follows, to be submitted to the board for approval: The Peach Power Committee will:

Make recommendations to the Board of Directors (BOD) concerning the annual investments to and use of the Peach Power Fund.

Prioritize Peach Power and/or capital projects for implementation that will demonstrate the Oregon Country Fair's (OCF) investment strategy values of sustainability and responsible stewardship.

Educate the general public and Fair Family, in cooperation with relevant committees and crews, about renewable energy, energy efficiency, water conservation, grey water disposal, solid materials disposal management, composting technology, soil conservation, and using low impact transportation through the projects funded.

We have started the process of reviewing the priority planning list last updated in 2012, checking off completed work and updating work priorities.

Bylaws/Elections Committees: At our last meeting we reviewed the motions that are directing our work. We feel we have completed a good portion of the work requested in the first motion and we started working on election procedures. Please see reports from our other meetings. A summary of our suggestions is also included at the end of this report. The full reports for each meeting are on the .net site under Committees and Bylaws & Elections.

We are working on a survey to get membership input. We hope to get assistance from someone with expertise in survey writing to make sure that it is not biased.

We looked at Mary Miller's recommendations regarding elections. One of her recommendations was to change to 12 board members with 3-year terms then each year 4 board members would be elected. There would no longer be alternates. She also

recommended that board members step down for one year, after six years on the board. This group does not feel strongly for or against these ideas. We will put questions about length of board member terms and possible term limits on the survey. We wonder how changing the number of board members would affect the quorum required at a board meeting. A quorum is now 6 for a decision to be made, could it stay the same or would it need to go up. These changes would require bylaw changes.

The set of requirements Mary suggests for Board candidates also provide fodder for the survey. Her requirements include attending a 2-hour orientation, attending at least 3 board meetings over 18 months, and answering specific questions in their candidate statement. This group does not feel strongly that they need to be required but they could be recommended. We generally support the idea of increasing candidate statements to 400 words. We strongly support the idea of asking candidates to answer 3 or 4 questions in their candidate statement but brainstormed more than 4 questions. Maybe we were thinking of forum questions too. Elections already has info on the .net site for potential candidates. Legal and managerial responsibilities and expectations of board members could/should be added to that info. These suggestions do not require bylaw changes.

We suggest candidates include answers to these questions in their candidate statements.

1. What is your experience with or on a non-profit board?
2. Describe the skills and experience you bring from the non-Fair world that would be an asset to the board.
3. How many board meetings have you attended (virtually or in person) in the past 2 years?
4. What are the main issues you see the board working on and how would you prioritize them?
5. What is your experience with risk management?
6. How would you balance transparency with the need for confidentiality?
7. What does it mean to you to be a board member?

The next Bylaw/Election Committee meeting will be on April 28, 2019, 1-3pm at the Fair Office.

President's Peace

Jack thanked everybody for the courtesy in allowing him to set some expectations at the beginning of the meeting, and said the meeting went well. He announced that Laurel Blaser resigned from the Board and wanted to thank her for her service and diligence. He is looking forward to the 50th, knows there is a lot to be done to put on a successful event, and has positive thoughts about moving forward through the next 50 years.

Jack said everything that was in place to allow the Board and membership to come to a conclusion was done. He said we can only move forward and he thinks the process of a super majority is important. He thinks we might have a better understanding of exactly how much we'll be dealing with that notion moving forward into the future, and that consensus is the goal. Jack thanked everyone.

Draft Agenda for May 6, 2019, Board Meeting 7pm at NW Youth Corps, Columbia Room:

Approve April 1, 2019 Board meeting minutes

Approve January 28, 2019 Board Budget meeting minutes
Membership Input in Committee Business – Jon S. (previously tabled)
Board Committee Best Practices – Peaches (previously tabled)
Membership Involvement – Aaron (previously tabled)
Transparent open meeting laws - Aaron
Closed session recordings and minutes – Aaron
Board legal representation – Spirit
Create Task Force regarding Code of Conduct – Aaron
Rights of the Board to potentially suspend a Board member – Spirit (previously tabled)
The Ritz Sauna MOU 2019 – Justin
Consider Office Task Force recommendations – Lily
50th sustainability initiative and carbon neutrality goals – Peaches
Board member job description - Lisa
Code of Conduct review – Lisa
OCF anti-retaliation policy - Lisa
Secretaries bylaw amendment – Lisa